

**ORGANIZATION OF MISO STATES, INC.
SPECIAL BOARD OF DIRECTORS MEETING
CONFERENCE CALL
AUGUST 21, 2003**

APPROVED OCTOBER 9, 2003

Commissioner Kevin Wright called the Special Board of Directors meeting to order at approximately 2:20.

The following members of the Board of Directors were present by conference call for the meeting:

Kevin Wright, Illinois
Diane Munns, Iowa
Greg Jergeson, Montana

Steve Gaw, Missouri
LeRoy Koppendrayner, Minnesota
Robert Garvin, Wisconsin

Proxies for the following directors were established:
Illona Jeffcoat-Sacco, North Dakota for Susan Wefald.
Bob Nelson, Michigan for Laura Chappelle.
Thomas Maher, Pennsylvania for Terence Fitzpatrick.
Kim Wissman, Ohio for Judy Jones.

The directors and their proxies listed above established the necessary quorum for the meeting of at least eight directors being present.

Other parties also were present for the conference call.

Agenda Item 1, Update on Blackout

Mr. James Torgeson, President of the Midwest Independent System Operator, Inc. (MISO) updated the OMS Board of Directors on the August 14 electricity blackout in parts of the eastern and midwestern sections of the U.S. Mr. Torgeson then took questions from the Board of Directors on this topic.

Agenda Item 2, MISO Market Tariff Issues List

The OMS Board of Directors discussed a draft "issues list," previously distributed by the OMS Market Rules and Implementation working group, that is intended to serve as a proposed outline for OMS comments to be later filed with the Federal Energy Regulatory Commission (FERC) concerning MISO's Market Tariff filing. No changes were suggested to the content of the issues list as distributed (i.e., issues "a" through "n"). However, it was agreed that the following issues and state responsibilities should be added to the issues list:

- o. Grandfathered Agreements (Minnesota)
- p. State Estimator (Wisconsin)
- q. Performance Metrics (Minnesota)
- r. MISO Technical Conference (Minnesota)

It was moved and seconded that: “the Board of Directors is in general agreement with the proposed issue list from the Market Rules and Implementation working group for comments to be filed on MISO’s Market Tariff filing.” The motion was approved.

Agenda Item 3, MISO Performance Measures

Commissioner Garvin raised the question of whether an existing OMS working group or a new group should review the recently filed MISO performance measures relating to implementation of MISO’s market tariff. Commissioner Garvin stated that filing comments on the performance measures by OMS is not an option because FERC is not soliciting formal comments on these measures. It was then determined that representatives of the Wisconsin, Missouri and Illinois Commissions should perform an initial evaluation of the performance measures, and report back to the Board of Directors at a later meeting with a recommended course of action, as appropriate.

Agenda Item 4, OMS Intervention in EL02-65

Commissioner Nelson asked the Board of Directors whether OMS intervention in a recent court appeal, would be appropriate. The appeal was filed in response to a FERC order in Case No. EL02-65, which generally concerned the issue of Commonwealth Edison Company’s entry into the PJM Interconnection. This proceeding was described as being of interest to the OMS due to the possibility of additional seams issues being created between MISO and the PJM Interconnection as a result of Commonwealth Edison’s entry into the PJM Interconnection. A motion was moved and seconded: “to support intervention by OMS in the court appeal of FERC Order EL02-65.” The motion was approved. Commissioner Nelson stated that Michigan Commission attorneys would be available to work on the intervention filing.

Commissioner Wright adjourned the meeting at approximately 3:00.